

Canadian Pacific

J P T Clough  
Vice-President

No. 4-236A047  
AUG 23 1984  
Date .....  
Fee \$ 10.00  
ICC Washington, D. C.

August 13, 1984

Secretary,  
Interstate Commerce Commission, 8663-C  
WASHINGTON, D.C.  
U.S.A. RECORDATION NO. .... Filed 1425

AUG 23 1984 - 11 15 AM

Dear Sir:

INTERSTATE COMMERCE COMMISSION

Re: Canadian Pacific Limited  
Equipment Trust Series "W"

ICC OFFICE OF  
THE SECRETARY  
AUG 23 11 06 AM '84  
MOTOR CARRIER UNIT

This refers to the Equipment Trust Agreement dated as of January 1, 1977 between Bank of Montreal Trust Company and Canadian Pacific Limited and recorded with the United States Interstate Commerce Commission on January 18, 1977 at 12:10 p.m., Recordation No. 8663, as well as the First Amendment thereto also dated as of January 1, 1977 by and between the same parties and also recorded with the Commission on March 23, 1977 at 2:00 p.m., Recordation No. 8663-A.

A Supplemental Agreement dated as of April 10, 1984 was filed as well with the United States Interstate Commerce Commission on May 16, 1984 at 12:00 p.m., Recordation No. 8663-B.

It has become necessary to replace certain destroyed equipment with other appropriate equipment. Consequently, a further Supplemental Agreement dated as of August 8, 1984 has been executed by Bank of Montreal Trust Company and Canadian Pacific Limited for that purpose.

Transmitted herewith are three original counterparts (two for the Commission's files and one for stamping by the Commission of the recordation information and return to the messenger handing you this letter) of the Supplemental Agreement dated as of August 8, 1984, as well as a cheque to cover the recordation fee.

.../2

It is requested that you proceed with the recordation of the Supplemental Agreement pursuant to Section 20c of the Interstate Commerce Act and you return one counterpart to the messenger handing you this letter.

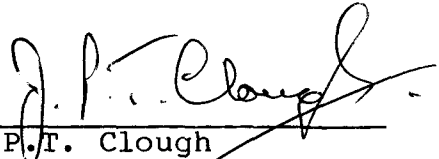
The names and addresses of the parties to the Supplemental Agreement are as follows:

Bank of Montreal Trust Company,  
Two Wall Street,  
NEW YORK, New York.  
U.S.A. 10005

Canadian Pacific Limited,  
910 Peel Street,  
MONTREAL, Quebec. H3C 3E4  
Canada.

I am an Executive Officer of Canadian Pacific Limited and have knowledge of the matters set forth herewith.

Yours very truly,

  
\_\_\_\_\_  
J.P.T. Clough  
Vice-President  
Finance and Accounting

**Interstate Commerce Commission**  
Washington, D.C. 20423

**OFFICE OF THE SECRETARY**

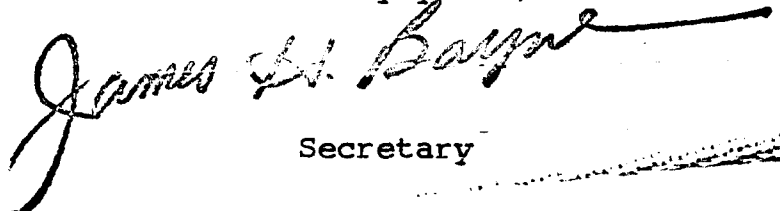
J.P.T. Clough V. P.  
Finance & Accounting  
Canadian Pacific  
910 Peel St.  
P. O. Box 6042-St."A"  
Montreal, Quebec H3C 3E4

August 23, 1984

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/23/84 at 11:15 AM and assigned re-recording number(s). 8663-C

Sincerely yours,

  
Secretary

Enclosure(s)

RECORDATION NO. 8663-C  
AUG 23 1984 - 11 15 AM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT dated as of the 8th day of August, 1984 by and between BANK OF MONTREAL TRUST COMPANY, a New York corporation, as Trustee (hereinafter called the "Trustee"), and CANADIAN PACIFIC LIMITED, a corporation duly organized and existing under the laws of Canada (hereinafter called the "Company").

WHEREAS CANADIAN PACIFIC LIMITED EQUIPMENT TRUST, SERIES "W", was constituted by the Equipment Trust Agreement dated as of January 1, 1977 (hereinafter called the "Trust Agreement") by and between the Trustee and the Company; and

WHEREAS the Trust Agreement was filed and recorded with the United States Interstate Commerce Commission on January 18, 1977, at 12:10 p.m., Recordation No. 8663, pursuant to section 20c of the Interstate Commerce Act, as amended, and duly deposited in the office of the Registrar General of Canada on January 18, 1977, at 12:08 p.m., notice of such deposit having been duly published in the Canada Gazette on February 5, 1977; and

WHEREAS by First Amendment to the Trust Agreement also dated as of January 1, 1977, between the Trustee and the Company, filed and recorded with the United States Interstate Commerce Commission on March 23, 1977 at 2:00 p.m., Recordation No. 8663-A, and duly deposited in the office of the Registrar General of Canada on March 11, 1977 at 1:15 p.m., notice of such deposit having been published in the Canada Gazette on April 2, 1977, Section 5.1 of ARTICLE V of the Trust Agreement was amended in the manner specified in said First Amendment to the Trust Agreement.

WHEREAS by Supplemental Agreement dated as of April 10, 1984, filed and recorded with the United States Interstate Commerce Commission on May 16, 1984 at 12:00 p.m., Recordation No. 8663-B and duly deposited in the office of the Registrar General of Canada on April 18, 1984 at 10:30 a.m., and Notice of such

deposit having been published in the Canada Gazette on June 2, 1984, certain equipment subject to the Trust Agreement was renumbered as therein described; and

WHEREAS the Company desires to sell, assign and transfer or cause to be sold, assigned and transferred to the Trustee additional equipment, the aggregate final cost or fair value of which, whichever is less, will be at least \$205,066.26 being the fair value of equipment subject to the Trust Agreement that has been destroyed.

NOW THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

1. The Company shall sell, assign and transfer or cause to be sold, assigned or transferred to the Trustee, as Trustee for the holders of the Trust Certificates under the Trust Agreement the following equipment:

<u>No. of Cars</u>	<u>Number and Description</u>	<u>Fair Value Per Unit</u>	<u>Aggregate Fair Value</u>
5	100-ton covered hopper cars, all steel construction with 4,500 cubic feet capacity, 4 sliding doors and trough hatch, numbered CP 384500 to CP 384504, both numbers inclusive	\$42,903.84	\$214,519.20

2. Upon the above described Equipment being so sold, assigned and transferred to the Trustee, the said Equipment shall become Trust Equipment within the meaning of the Trust Agreement and shall be subject to all the terms and provisions thereof.

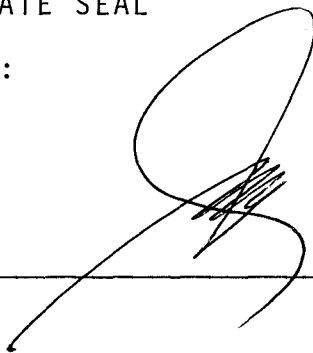
IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective

officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

BANK OF MONTREAL TRUST COMPANY  
Trustee

CORPORATE SEAL

ATTEST:



---

By: Z. Gump Morin

By: Ken Hoag

CANADIAN PACIFIC LIMITED

CORPORATE SEAL

ATTEST:

---

By: J. P. T. Clough  
Vice-President  
Finance and Accounting

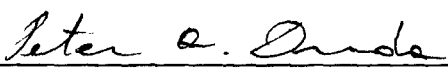
By: R. C. Hutch  
ASSISTANT SECRETARY

STATE OF NEW YORK     )  
                                  )  
COUNTY OF NEW YORK    )   ss:

On this 8<sup>th</sup> day of AUGUST, 1984, before me personally appeared Z. G. KLODNICKI to me personally known, being by me duly sworn, says that he is VICE PRESIDENT of BANK OF MONTREAL TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the coporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

(SEAL)

My commission expires MAR 30 1985

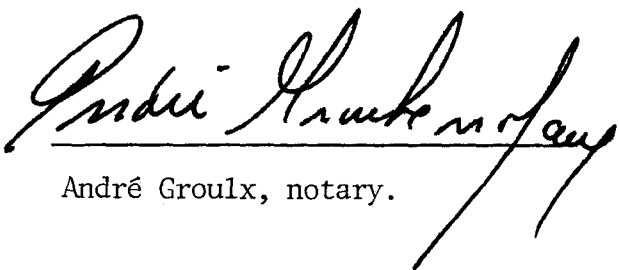
  
PETER A. DUDA  
Notary Public, State of New York  
No. 41-4754949  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires March 30, 1985

PROVINCE OF QUEBEC    )  
                                  ) ss.  
CITY OF MONTREAL        )

On this 16th day of July, 1984, before me personally appeared R.E. Church, to me personally known who, being by me duly sworn, says that he is an Assistant Secretary of CANADIAN PACIFIC LIMITED, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

My commission is for life

  
André Groulx, notary.